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UNITED STATES ENVIRONMENTAL PROTECTION AGENCY  
REGION III  
841 Chestnut Building  
Philadelphia, Pennsylvania 19107



MAR 4 1994

**CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

A. William Reynolds  
Chairman of the Board  
GenCorp, Inc.  
175 Ghent Road  
Fairlawn, OH 44333-3300

**Re: Woodlawn Landfill Superfund Site;  
"Special Notice" for Negotiations for Remedial Design  
and Remedial Action/Demand for Payment of Costs**

Dear Mr. Reynolds:

This letter relates to the liability of GenCorp, Inc. ["GenCorp"] in connection with the Woodlawn Landfill Superfund Site, Colora, Cecil County, Maryland ["the Site"].

**INTRODUCTION**

The United States Environmental Protection Agency ["EPA" or "Agency"] has conducted and overseen activities undertaken at the Site in response to the release and/or threat of release of hazardous substances, pollutants, or contaminants into the environment. By letter dated August 9, 1993, EPA notified GenCorp of its potential liability for such response action pursuant to section 107 of the Comprehensive Environmental Response, Compensation, and Liability Act, as amended ["CERCLA"], 42 U.S.C. § 9607. EPA has selected remedial action for implementation at the Site, which remedial action is described in a document called a Record of Decision ["ROD"] issued by EPA on September 28, 1993. EPA is now contacting you in an attempt to resolve GenCorp's liability with respect to the above-captioned matter. Toward that end, this letter contains:

1. A formal demand for reimbursement of costs that have been paid (including interest thereon) and that are to be paid (which are subject to interest) in conducting and/or overseeing response actions at the Site (Demand for Payment);
2. Notification that a limited period of formal negotiations for an agreement under which GenCorp will implement the requirements of the ROD begins with your receipt of this letter (Special Notice);

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3. General and site-specific information to assist you in these negotiations; and
4. A proposed consent decree, and proposed administrative consent order, as described below.

**DEMAND FOR PAYMENT**

As of June 8, 1993, EPA has paid costs in excess of \$408,872.39 for response activities related to the Site. Although this figure may not include all applicable costs incurred and paid to date, the figure represents EPA's most recent calculation. Furthermore, additional costs, including oversight and related enforcement costs, may continue to be incurred.

By this letter, EPA demands that GenCorp reimburse the Agency for past costs of at least \$408,872.39. Failure to pay, or delay in payment, may subject GenCorp to liability for increased costs associated with these past costs, including, but not limited to, interest and enforcement costs. Interest on amounts recoverable begins to accrue as of the date of receipt of this letter, as provided by section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

You may contact the following person to arrange for payment of the above-described costs:

Patricia Hilsinger  
Senior Assistant Regional Counsel (3RC33)  
U.S. Environmental Protection Agency  
841 Chestnut Building  
Philadelphia, PA 19107  
(215) 597-2618

**SPECIAL NOTICE NEGOTIATIONS MORATORIUM**

EPA has determined that use of the "special notice" procedures specified in section 122 of CERCLA, 42 U.S.C. § 9622, will facilitate a settlement between EPA and GenCorp for implementation of this remedial action at the Site. Therefore, pursuant to that section, your receipt of this letter triggers a sixty (60) day moratorium on certain EPA response activities at the Site. During this sixty (60) day period, GenCorp is invited to submit a good faith proposal (defined below) to conduct and/or finance such remedial action and negotiate a consent decree (described below) under which GenCorp will perform such work. If EPA determines that such a good faith offer has been timely received, the Agency will provide an additional sixty (60) days to finalize the consent decree. When approved by EPA and the United States Department of Justice, the consent decree will then be filed in federal court.

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EPA encourages GenCorp's participation by submitting a good faith proposal as defined below.

*Good Faith Proposal*

A good faith proposal to conduct or finance the remedial action is a written proposal that demonstrates GenCorp's qualifications and willingness to perform such work and includes the following elements:

1. A statement of willingness and financial ability by GenCorp to implement the requirements of the ROD and proposed consent decree;
2. A demonstration of GenCorp's technical capability to conduct the work, including the identification of the firm(s) GenCorp intends to retain to conduct all or portions of such work or a description of the process GenCorp will use to select the firm(s);
3. A statement of GenCorp's willingness and ability to reimburse EPA for costs incurred in overseeing the performance of the work as well as EPA's past costs (as described above);
4. Comments, if any, on the proposed consent decree and on the proposed administrative order (see below);
5. The name, address, telephone, and telefax number (if any) of the person(s) who will represent GenCorp in negotiations for a consent decree.

*Consent Decree*

Section 122(d)(1)(A) of CERCLA, 42 U.S.C. § 9622(d)(1)(A), requires that settlements for remedial action be entered in the appropriate federal district court in the form of a consent decree. Enclosed with this letter you will find a site-specific draft of EPA's model consent decree. This model provides boilerplate language for most provisions in order to standardize CERCLA consent decrees as much as possible and expedite CERCLA settlements. The United States will commence negotiations with a document containing language which, for the most part, is the same language the Government will expect in a final settlement because it reflects legal and procedural terms that have been found acceptable to both EPA and the regulated community in a large number of situations. Your decision to submit a good faith proposal to perform the work should be made with the understanding that the terms appearing in the draft consent decree are substantially the terms which EPA expects to appear in the final settlement.

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Also enclosed find a proposed administrative consent order ("Order") which provides that GenCorp will commence remedial design activities upon the effective date of the Order. The Order need not be entered in federal court and will enable GenCorp to commence design activities prior to entry of the remedial action consent decree. The Order will remain in effect until the consent decree is entered. EPA encourages GenCorp to enter into such an Order.

*PRP Steering Committee*

EPA encourages good-faith negotiations between GenCorp and EPA and between GenCorp and other potentially responsible parties ["PRPs"]. To facilitate these negotiations, EPA has enclosed a list of other PRPs to whom this notification has been sent. Inclusion on, or exclusion from, this list does not constitute a final determination by EPA concerning the liability of any party with respect to the Site.

EPA recommends that all PRPs meet to select a steering committee responsible for representing the group's interests. Establishing a manageable group is very important for successful negotiations with EPA.

*PRP Response/EPA Contact Person*

GenCorp is encouraged to contact EPA as soon as possible to state its willingness to participate in negotiations relating to the Site. Specifically, GenCorp has sixty (60) calendar days from receipt of this letter to provide EPA with a written proposal as described above. You may respond individually or through a steering committee if such a committee has been formed. If EPA does not receive a timely response, EPA will assume that GenCorp does not wish to negotiate a resolution of its liabilities in this matter and that GenCorp has declined any involvement in performing the response activities described above. In such event, EPA may, among other things, issue an administrative order directing GenCorp to perform the response action, seek to file an action in federal court to obtain a court order directing GenCorp to perform the response action, and/or perform such response action and seek reimbursement from liable parties.

If a proposal is submitted which EPA determines is not a good faith offer, you will be notified in writing of EPA's decision to end the negotiations moratorium and the reasons therefor. GenCorp may be liable for performing the response action pursuant to a unilateral administrative order or court order and/or for reimbursing EPA for the cost of response actions performed by EPA.

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Your response to this letter, including written proposals to perform the remedial action selected for the Site, should be sent to:

Debra Rossi  
Remedial Project Manager (3HW42)  
U.S. Environmental Protection Agency  
841 Chestnut Building  
Philadelphia, PA 19107  
(215) 597-9238

**ADMINISTRATIVE RECORD**

Pursuant to section 113(k) of CERCLA, 42 U.S.C. § 9613(k), EPA has established an Administrative Record which contains documents forming the basis of EPA's selection of response action for the Site. The Administrative Record file is available to the public for inspection and comment. You may wish to review the Administrative Record to assist you in responding to this letter, but your review should not delay such response. Copies of the file are located both at the EPA Region III office and the following information repositories located near the Site:

Elkton Public Library  
301 Newark Avenue  
Elkton, MD 21903  
(410) 996-5600

Perryville Public Library  
515 Broad Street  
Perryville, MD 21903  
(410) 996-6050

EPA will consider comments received, if any, after the close of the comment period, in accordance with 40 C.F.R. § 300.825.

The factual and legal discussions contained in this letter are intended solely for notification and information purposes. They are not intended to be, and cannot be relied upon as, final EPA positions on any matter set forth herein.

If you or your attorney have any questions pertaining to this matter, please direct them to Patricia Hilsinger, Senior Assistant Regional Counsel, at (215) 597-2618.

Sincerely,



Abraham Ferdas, Associate Division Director  
for Superfund Programs

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cc: David Healy (MDE)  
Jill Fallon, Associate Solicitor (DOI)  
Mark Barash, Esquire (DOI)  
Kirsten Erickson, Esquire (NOAA)  
Patricia Hilsinger, Esquire (EPA)  
William A. Simon, Jr., Esquire

Enclosures: List of PRPs to Whom Special Notice Letters  
Have Been Sent  
Draft Consent Decree  
Draft Administrative Order on Consent  
for Remedial Design

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WOODLAWN LANDFILL PRPS TO WHOM  
SPECIAL NOTICE LETTERS HAVE BEEN SENT

Harold A. Wagner, President  
Air Products and Chemicals, Inc.  
7201 Hamilton Boulevard  
Allentown, PA 18195-1501

Angelo N. Tarallo, President  
The BOC Group, Inc.  
575 Mountain Avenue  
Murray Hill, NJ 07974

Masatoshi Ono  
Chief Executive Officer  
Bridgestone/Firestone, Inc.  
1200 Firestone Parkway  
Akron, OH 44317

W. Edwin Cole, Jr., President  
The Board of County Commissioners  
of Cecil County  
Room 308 Court House  
Elkton, MD 21921

Charles H. Shivery, President  
Elkton Sparkler Company, Inc.  
394 Baron Road  
P.O. Box F  
North East, MD 21901

A. William Reynolds  
Chairman of the Board  
GenCorp, Inc.  
175 Ghent Road  
Fairlawn, OH 44333-3300

Robert Hooper, Vice President  
Harford Sanitation Services, Inc.  
440 Franklin Street  
Bel Air, MD 21014-2990

William R. Holland  
Chairman of the Board  
United Dominion Industries, Inc.  
2300 One First Union Center  
301 South College Street  
Charlotte, NC 28202-6039

Frank Peters  
Supervisory Environmental Engineer, Code 181  
Acting Head, Environmental Restoration Branch  
U.S. Department of Defense, Department of the Navy  
Chesapeake Division  
Naval Facilities Engineering Command  
Building 212  
Washington Navy Yard  
Washington, D.C. 20374-2121

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